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**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

Joint Application for Retroactive Approval, to the Extent that Approval Is Required, for the Acquisition by BCM One, Inc. (U6687C) of Certain Assets, and by SIP.US LLC (U1427C) for the Acquisition of Control, of CoreDial, LLC, an Unregistered Provider of Nomadic VoIP Service.

A.

**JOINT APPLICATION FOR RETROACTIVE APPROVAL, IF REQUIRED,
FOR THE ACQUISITION BY BCM ONE, INC. (U6687C) OF CERTAIN
ASSETS, AND THE ACQUISITION BY SIP.US LLC (U1427C) OF
CONTROL, OF COREDIAL, LLC**

[PUBLIC VERSION]

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Attorneys for Joint Applicants

Dated: October 19, 2022

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

Joint Application for Retroactive Approval, to the Extent that Approval Is Required, for the Acquisition by BCM One, Inc. (U6687C) of Certain Assets, and by SIP.US LLC (U1427C) for the Acquisition of Control, of CoreDial, LLC, an Unregistered Provider of Nomadic VoIP Service.

A.

**JOINT APPLICATION FOR RETROACTIVE APPROVAL, IF REQUIRED,
FOR THE ACQUISITION BY BCM ONE, INC. (U6687C) OF CERTAIN
ASSETS, AND THE ACQUISITION BY SIP.US LLC (U1427C) OF
CONTROL, OF COREDIAL, LLC.**

At the direction of the Commission’s Communications Division, SIP.US LLC (“SIP.US”), BCM One, Inc. (“BCM One”), and CoreDial, LLC (“CoreDial”), collectively “Joint Applicants,” submit this Joint Application under Public Utilities Code §§ 851-854 and Rule 3.6 of the Commission’s Rules of Practice and Procedure for retroactive approval of the acquisition by BCM One of certain wholesale service accounts belonging to CoreDial, and the subsequent acquisition by SIP.US of control of CoreDial. These transactions occurred on November 17, 2021. As Joint Applicants explain below, it is their view that neither transaction required the Commission’s approval but, given disagreement on the part of the Communications Division regarding this position, Joint Applicants, out of caution, are requesting retroactive approval of the subject transactions.

INTRODUCTION

CoreDial provides a cloud (internet)-based, integrated voice, video, and messaging communications, collaboration, and contact center platform for use by business end users. It

offers its service platform only on a wholesale basis to systems integrators and other resellers (its “channel partners”). One of the functionalities of the CoreDial platform is interconnected voice-over-internet protocol (“VoIP”) calling capability. The CoreDial VoIP component, as with all platform components, is agnostic as to the location of the end users’ broadband internet connections or their broadband internet providers. Thus, CoreDial’s VoIP service is “nomadic,” in that the end user can access the service from any location where the end user has a suitable broadband internet connection and equipment – in other words, the service and the ability of an end user to make and receive calls is not associated with a fixed access line serving the end user’s location, as would be the case with VoIP service provided over a non-internet broadband line by a cable company or other “fixed” VoIP provider.

Although VoIP service providers have been deemed by the Commission to be “telephone corporations,” as defined by Public Utilities Code § 234, the Commission has not adopted a comprehensive regulatory program governing entry, transfers, pricing, or operations of VoIP providers. Instead, to date, the Commission has exercised jurisdiction over VoIP and VoIP providers only in limited instances that, in general, have involved fixed, facilities-based VoIP services. Indeed, in its recent Order Instituting Rulemaking (“OIR”), issued in R.22-08-008, the Commission confirmed that nomadic VoIP service is not currently subject either to Public Purpose Program surcharges (“PPP Surcharges”) or to entry requirements. (OIR, at pp. 4-5.) This same view was expressed in Attachment A to the OIR, the Staff Report upon which many of the initial proposals set forth in the OIR are apparently based. (*See, e.g.*, Staff Report at A-7, items g and h). Furthermore, the Staff Report recommends waiting for public input before any proposals for regulating nomadic VoIP are made. (*Id.*)

Notably, when the Legislature adopted now-sunsetted Public Utilities Code § 710, which largely prohibited the Commission from regulating VoIP service, the Legislature noted that the prohibition was reflective of then-current state policy.¹ Following the expiration of section 710's regulatory prohibition, the Commission did not immediately adopt new policies or rules to change the status quo ante that had been preserved by the Legislature and is only just now beginning to consider doing so, in R.22-08-008.

The transactions involving the Joint Applicants were negotiated and carried out a year ago, when, as just discussed, no orders, decisions, or rules were in place that specifically governed the types of transactions that the Joint Applicants were then considering. While the prior approval provisions of Public Utilities Code §§ 851-854 apply on their face to "telephone corporations," it was not established Commission practice or policy to impose such requirements in the cases of VoIP providers, at least not non-facilities-based nomadic VoIP providers such as CoreDial. Rather, years earlier, against the backdrop of the Federal Communications Commission's determination (then under appeal) that VoIP is under its exclusive jurisdiction, the Commission declined to go forward with a proceeding to adopt a regulatory framework governing VoIP, determining, instead, that "it is premature for us to assess what our regulatory

¹ SB 1161 (enacted at 2012 Cal Stats. ch. 733) provided at subdivision (b): "It is the intent of this act to reaffirm California's current policy of regulating Internet-based services only as specified by the Legislature and thereby achieve both of the following:

"(1) Preserve the future of the Internet by encouraging continued investment and technological advances and supporting continued consumer choice and access to innovative services that benefit California.

"(2) Ensure a vibrant and competitive open Internet that allows California's technology businesses to continue to flourish and contribute to economic development throughout the state."

role over VoIP will be and to address the issues raised in this investigation.” (D.06-06-010, at 2-3.)²

Thus, with the foregoing in mind, the Joint Applicants decided to proceed with the acquisition of CoreDial by SIP.US without seeking prior CPUC approval, which, again, was not deemed required and would have resulted in unacceptable delay affecting CoreDial’s operations and customers across the country.³

However, while the transaction was being negotiated, it came to light that the Commission’s Communications Division had sent CoreDial a letter asserting that CoreDial was subject to regulation as a provider of VoIP service in California but had failed to register with the Commission and remit Public Purpose Program Surcharges (“PPP Surcharges”). The Communications Division directed CoreDial to apply for a certificate of public convenience and necessity (“CPCN”) and to remit the amounts of unpaid PPP Surcharges. The Joint Applicants took steps that they thought would allow the overall acquisition to go forward, while preserving CoreDial’s alleged failure to register as a VoIP service provider and the calculation and payment of any unpaid PPP Surcharges for later resolution.

Specifically, the Joint Applicants agreed that, as a first step, CoreDial’s contracts with its California channel partners would be assigned, as permitted under the contract provisions, to BCM One, which holds a valid and current CPCN in California, and that CoreDial would cease serving the California channel partners, directly, but would provide necessary operating functions to BCM One on a private contractual basis to enable the services to continue without

² The FCC’s general preemption of state entry regulations for VoIP providers was upheld. (*Minnesota Public Utilities Commission v FCC* (8th Cir 2007) 483 F3d 570.)

³ CoreDial’s California operation (as determined based on the billing addresses of its customers) was relatively small by comparison to its over-all operations and no potential prior approval was required in any other state or by the FCC.

disruption. Furthermore, BCM One would begin including intrastate California VoIP revenues in its PPP Surcharge reports and pay PPP Surcharges on those revenues. Then, as a second step, SIP.US, BCM One's affiliate, would complete the transaction through its acquisition of 100% of the controlling interests in CoreDial.

Following the completion of the acquisition, the Joint Applicants notified the Communications Division, and fully responded to various ensuing data requests.⁴ The Joint Applicants noted, among other things, that they were prepared to pay any past PPP Surcharges that the Communications Division was contended were due.

The Joint Applicants also explained that once the channel partners' contracts were assigned to BCM One, CoreDial was not engaging in and would not engage in operations that, even theoretically, could be deemed under the Commission's jurisdiction. Therefore, Joint Applicants observed that prior approval for the contract assignments was not required because the contracts were not used or useful for CoreDial's operations, which, as noted, did not include public utility operations in California. Further, approval of the CoreDial acquisition was not required, because CoreDial could no longer be considered a public utility telephone corporation by that time even accepting the Communications Division's interpretation. Just as important, if not more so, is that even if CoreDial had intended to continue to operate in California, as explained above, the Commission had no regulatory framework in place that required VoIP providers, nomadic or fixed, to seek prior approval either for acquisitions of control or assignments of wholesale contracts. Finally, the Joint Applicants noted that the transactions also fell within the express language of Public Utilities Code § 853(a) exempting CoreDial, whose

⁴ Joint Applicants submitted responses to data requests on February 18, 2022; March 25, 2022; and March 30, 2022. Joint Applicants also had other communications with Communications Division staff regarding these issues.

sole telecommunications operations in California (prior to its cessation of those operations upon the assignment of the wholesale service agreements to BCM One) was as a wholesale provider of VoIP and unregulated services for resale, from the requirements of sections 851-854.

Based on the foregoing, Joint Applicants concluded and continue to contend that no application was required then or is required now. Nonetheless, and despite the Commission's and the Communications Divisions recent confirmation that nomadic VoIP providers are not currently subject to entry requirements (or surcharge obligations), the Communications Division has insisted that the instant Joint Application be filed.

In the spirit of cooperation and caution, Joint Applicants are submitting this Joint Application for retroactive approval of the subject transactions.

The Joint Applicants submit the following information in connection with the Commission's review of the transactions.

A. Requested Authority - Rule 2.1

Joint Applicants request retroactive authority, if necessary, for BCM One to acquire and by CoreDial to assign its wholesale contracts with 87 channel partners whom the Joint Applicants identified, based on their billing addresses, as operating in California. In addition, Joint Applicants request retroactive authority, if necessary, for SIP.US to acquire control of CoreDial.

A chart showing the now-existing control structure is provided in **Exhibit A**.

B. Information Regarding Joint Applicants - Rule 2.1(a)

(1) CoreDial

CoreDial, LLC (“CoreDial”) is Delaware limited liability company. Its principal place of business is located at 751 Arbor Way, Suite 150, Blue Bell, Pennsylvania 19422. Its telephone number is 215-297-4400.

As addressed above, CoreDial provides a cloud-based, integrated voice, video, and messaging communications, collaboration, and contact center platform for use by business end users. It offers its service platform only to wholesale customers and, on and after November 17, 2021, has not provided its platform to any customers in California. CoreDial supports the provision of the service platform to wholesale California customers of CoreDial’s affiliate, BCM One, which include California customers previously served by CoreDial.

(2) BCM One

BCM One, Inc. (“BCM One”) is a New York corporation. Its principal place of business is located at 295 Madison Ave., 5th Floor, New York, NY 10017, and its telephone number is 212-849-2202.

BCM One, formerly known as McGraw Communications, Inc., holds a CPCN to operate as a limited facilities-based and resale competitive local carrier and interexchange carrier pursuant to Decision 02-08-025 (Utility No. 6687). BCM One provides managed technology solutions to mid-market enterprise business nationwide. Its offerings include traditional circuit switched and IP-enabled voice and data telecommunications.

(3) SIP.US

SIP.US LLC (“SIP.US”) is a Delaware limited liability company. Its principal place of business is located at 12725 Morris Road, Suite 420, Alpharetta, GA 30004, and its telephone number is 800-566-9810.

SIP.US provides session initiation protocol (“SIP”) trunking services supporting the completion of VoIP calling for business customers throughout the nation. SIP.US is registered with the Commission as a VoIP provider (Utility No. 1427), although the voice component of its service is entirely nomadic. SIP.US holds 100% control of CoreDial and is an affiliate of BCM One.

C. Contacts for Correspondence and Communications - Rule 2.1(b)

All communications, correspondence, and pleadings with respect to this Joint Application should be directed to:

John L. Clark
Attorney-at-Law
864 Las Trampas Road
Lafayette, California 94549
Tel: (925) 369-5808
jlc@JohnLClarkLaw.com

and

Marc Korman
Counsel
Sidley Austin LLP
1501 K Street N.W.
Washington, DC 20005
Tel: (202) 736-8417
mkorman@sidley.com

D. Categorization, Need for Hearing, Issues, Schedule - Rule 2.1(c)

Proposed Category: The Joint Applicants propose that the Commission classify this proceeding as rate setting. Although this Joint Application does not affect rates, the definitions of “adjudicatory” or “quasi-legislative” as set forth in Rules 1.3(a) and 1.3(d) clearly do not apply to this Joint Application. Rule 7.1(e)(2) specifies that when a proceeding does not clearly fall within any of the categories set forth in Rule 1.3, it should be conducted under the rules for rate setting proceedings.

Need for hearing: No hearings are needed for the Commission to act on this application.

Issues to be considered: The issues to be considered in this proceeding are:

(1) If approval for the assignment of contracts with affected wholesale customers of CoreDial to BCM One was required, whether such assignment was consistent with the public interest;

(2) If approval for the acquisition by SIP.US of control of CoreDial was required, whether such acquisition was consistent with (not adverse to) the public interest pursuant to Public Utilities Code § 854(a).⁵

Proposed Schedule:

November 2022 - Final date for protests.

January 2023 - Prehearing conference; scoping memo issued; Joint
Application deemed submitted.

April 2023 - Commission decision issued granting Joint Application.

⁵ Subdivision (a) of Public Utilities Code § 854 would apply to this transaction, if approval were required under the Commission’s regulatory framework, because no public utility or other party to the transaction has gross California revenues exceeding \$500,000,000.

E. Other Information - Rule 2.1(d)

In proceedings seeking approval for the transfer of control of a telecommunications provider that holds a CPCN, Commission practice typically requires applicants to demonstrate that the acquiror of control independently meets the requirements for obtaining a CPCN under Public Utilities Code § 1001, as if it were a CPCN applicant. (*See, e.g.*, D.15-07-015, citing to D.95-12-056 at Appendix C, Rule 4.A.) However, here, CoreDial did not (and will not) hold a CPCN, nor was, or is, CoreDial required to hold a CPCN under the Commission's regulatory framework and program pertaining to VoIP service. Instead, as explained above, nomadic VoIP providers are not subject to any, properly-adopted registration requirement, and SIP.US is registered as a VoIP provider, in any event. Therefore, no further showing along these lines should be necessary in this instance. Nonetheless, Joint Applicants furnish, below, information of the nature that would be required if the matter at hand involved a CPCN holder.

(1) Technical and Managerial Qualifications

SIP.US's management team consists of highly-qualified individuals, including Chief Executive Officer, Geoff Bloss, and Chief Financial Officer, Douglas Fechter. Resumes showing all employment for these individuals are attached as **Exhibit B**.

A sworn statement submitted pursuant to Ordering Paragraph 14 of D.13-05-035 on behalf of US.SIP is attached as **Exhibit C**. A sworn statement submitted pursuant to Ordering Paragraph 14 of D.13-05-035 on behalf of CoreDial is attached as **Exhibit D**. Although BCM One is not party to the acquisition of control, a sworn statement submitted pursuant to Ordering Paragraph 14 of D.13-05-035 on behalf of BCM One is nevertheless attached as **Exhibit E**.

(2) Financial Qualifications

Exhibit F, which is being submitted under seal, provides a copy of audited consolidated financials, along with unaudited updated consolidated financials, demonstrating that US.SIP has access to \$25,000 in uncommitted cash or cash-like resources, which is the showing required of applicants for authority to operate as resellers of regulated telecommunications.

F. Organization and Qualification to Transact Business - Rule 2.2

(1) CoreDial

A copy of CoreDial's certificate of formation is attached as **Exhibit G** to this application, along with a certificate of status (good standing) issued by the California Secretary of State.

(2) BCM One

A copy of BCM One's articles of incorporation attached is **Exhibit H** to this application, along with a certificate of status (good standing) issued by the California Secretary of State.

(3) SIP. US

A copy of SIP.US's certificate of formation is attached as **Exhibit I** to this application, along with a certificate of status (good standing) issued by the California Secretary of State.

G. CEQA Compliance - Rule 2.4

This Joint Application merely seeks approvals for the assignment of wholesale contracts and a transfer of control and does not propose any new construction. Therefore, Joint Applicants submit that it can be seen with certainty that there is no possibility that granting the Joint Application will have a significant adverse effect on the environment. The Commission has held that a proposed transaction that simply involves a transfer of control does not require CEQA

review because in such circumstances there is no possibility that granting the application would have an adverse effect on the environment.⁶

H. Character of Business and Territory Served - Rule 3.6(a)

(1) CoreDial

CoreDial provides a cloud-based, integrated voice, video, and messaging communications, collaboration, and contact center platform for use by business end users. It offers its service platform only to wholesale customers nationwide, but, on and after November 17, 2021, has not provided its platform to any customers in California. CoreDial supports the provision of the service platform to wholesale California customers of CoreDial's affiliate, BCM One., which include California customers previously served by CoreDial.

(2) BCM One

BCM One holds a CPCN to operate as a limited facilities-based and resale competitive local carrier and interexchange carrier pursuant to Decision 02-08-025. BCM One provides managed technology solutions to mid-market enterprise business nationwide, including California. Its offerings include traditional circuit switched and IP-enabled voice and data telecommunications.

(3) SIP.US

SIP.US provides SIP trunking services supporting the completion of VoIP calling for business customers throughout the nation. SIP.US is registered with the Commission as a VoIP provider, although the voice component of its service is entirely nomadic.

⁶ See e.g., Decision 17-05-005, *Application by Pacific Lightwave (U7154C) and Simon Bojkovsky for approval of the acquisition of control of Pacific Lightwave (U7154C) by Simon Bojkovsky pursuant to Public Utilities Code Section 854(a)*, at p. 9 (mimeo) (May 17, 2017).

I. Description of Involved Property - Rule 3.6(b)

The Joint Application seeks authority for the prior assignment by CoreDial of certain wholesale service contracts to BCM One. The contracts are not, and were not, accounted for as assets having a book value on either entity's balance sheet.

J. Reasons for Entering into the Proposed Transaction - Rule 3.6(c)

CoreDial's prior owners entered into the transaction that resulted in the transfer of control to SIP.US in order to recover the value of their investments for deployment by them for other purposes. SIP.US, and its owners, saw the transaction as a significant opportunity that would fit well with and enhance their collective operations and investments. As explained above, the assignment of the California wholesale contracts to BCM One was prompted by the need to enable the parties to isolate those assets and associated operations from the far larger transaction in order to minimize the risk of disrupting the transaction, and the flow of benefits therefrom to investors, the parties, and, ultimately, customers as the result of delay and uncertainty under California's evolving regulatory climate stemming from the sunset of Public Utilities Code § 710 and recent actions by the Communications Division appearing to impose new regulatory requirements on VoIP service providers. As noted above, the assignments were permitted under the provisions of the contracts and were undertaken in a manner that assured continued provision of services without any impacts on service quality, pricing, or other rights or obligations under the contracts.

K. Purchase Price and Terms for Payment - Rule 3.6(d)

The purchase price and terms of payment for the acquisition are described in the Securities Purchase Agreement attached as **Exhibit J**, which is being submitted under seal.

L. Financial Information - Rule 3.6(e)

Balance sheets and income statements for CoreDial, BCM One, and SIP.US as of the latest available date is attached as **Exhibit K**, **Exhibit L**, and **Exhibit M**, respectively, which are being submitted under seal.

M. Purchase Agreement - Rule 3.6(f)

The subject transactions were carried out pursuant to the Securities Purchase Agreement attached as **Exhibit J** and the Assignment Agreement attached as **Exhibit N**, which are being submitted under seal.

CONCLUSION

Joint Applicants respectfully submit that the foregoing, including the referenced exhibits, demonstrates, first, that neither of the subject transactions required Commission approval, but, to the extent that either of the subject transactions required Commission approval, such approval should be given on a retroactive basis.

Respectfully submitted October 19, 2022.

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Tel: (925) 369-5808
jlc@JohnLClarkLaw.com

By /s/ John L. Clark

John L. Clark

Attorneys for Joint Applicants

**VERIFICATION ON BEHALF OF
COREDIAL, LLC**

My name is Geoff Bloss. I am Chief Executive Officer of Coredial, LLC
("CoreDial") and am authorized to sign and verify the Joint Application on its behalf.

I affirm and declare under penalty of perjury under the laws of the State of
California, including Rule 1.1 of the California Public Utilities Commission's Rules of Practice
and Procedure, that, to the best of my knowledge, all of the statements and representations made
in this Joint Application on behalf of CoreDial are true and correct.

Dated: 10/19/22

A handwritten signature in black ink, appearing to read "Geoff Bloss", is written over a horizontal line.

**VERIFICATION ON BEHALF OF
BCM ONE, INC.**

My name is Geoff Bloss. I am Chief Executive Officer of BCM One, Inc. ("BCM One") and am authorized to sign and verify the Joint Application on its behalf.

I affirm and declare under penalty of perjury under the laws of the State of California, including Rule 1.1 of the California Public Utilities Commission's Rules of Practice and Procedure, that, to the best of my knowledge, all of the statements and representations made in this Joint Application on behalf of BCM One are true and correct.

Dated: 10/19/22



**VERIFICATION ON BEHALF OF
SIP.US LLC**

My name is Geoff Bloss. I am Chief Executive Officer of SIP.US ("SIP.US") and am authorized to sign and verify the Joint Application on its behalf.

I affirm and declare under penalty of perjury under the laws of the State of California, including Rule 1.1 of the California Public Utilities Commission's Rules of Practice and Procedure, that, to the best of my knowledge, all of the statements and representations made in this Joint Application on behalf of SIP.US are true and correct.

Dated: 10/19/22

A handwritten signature in black ink, appearing to read "Geoff Bloss", is written over a horizontal line.

EXHIBIT A

STRUCTURAL CHART

BCM One Group Holdings Post-Continuation Fund

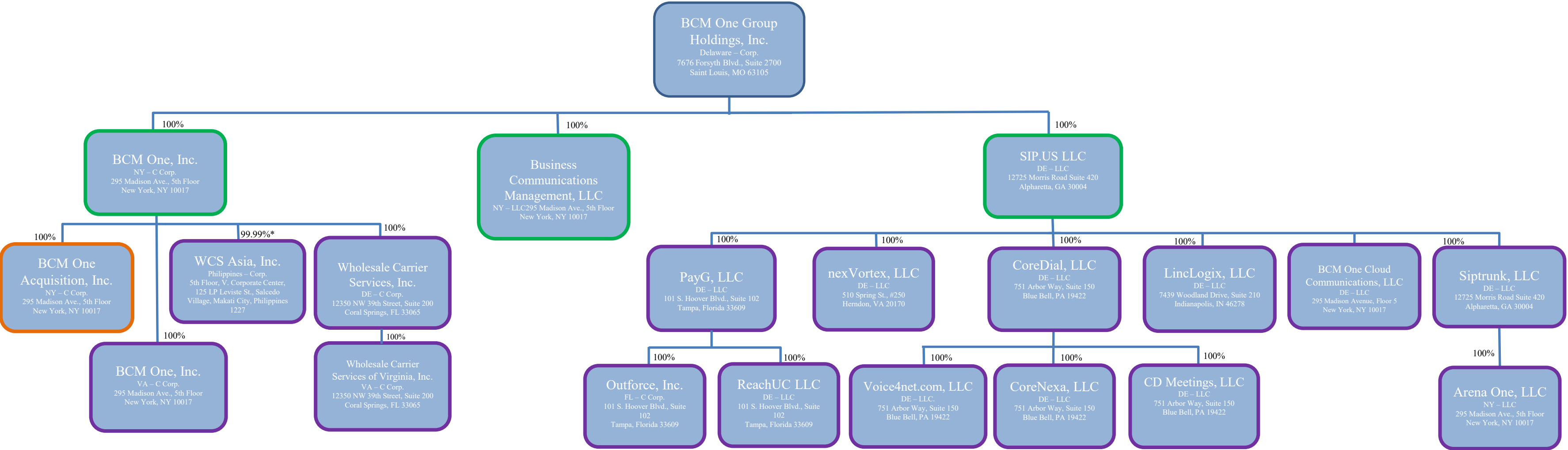


EXHIBIT B

RESUMES

Geoffrey Bloss

Phone: 212.849.2260 ● gbloss@bcmone.com ● LinkedIn: <https://www.linkedin.com/in/geoffbloss/>

Results-driven Chief Executive Officer with a demonstrated history of working in the information technology and services industry. Skilled in mergers and acquisitions, private equity recapitalization, transforming businesses, and organizational development. Strong executive leader with education from MIT's Sloan School of Management and The University of North Carolina at Chapel Hill.

Experience

BCM One May 2012–Present
Chief Executive Officer and Board Member Jan 2019–Present
Chief Operating Officer June 2015–Jan 2019
Chief Information Officer May 2012– May 2015

- Responsible for running all facets of the business for BCM One and its family of brands, which include SIP.US, SIPTRUNK, SkySwitch and Flowroute
- Leadership of a growth company with an employee size growing from 65 employees to over 400 employees within 3 years.
- Thought-leadership role in M&A strategy to increase stakeholder value and set overall strategy and vision for a fast-paced growth tech company.
- Selected as one of QuantumShift's Top Entrepreneurs in America for 2019 by KPMG LLP's Private Markets Group and the University of Michigan's Ross School of Business.

FlightSafety International Jun 2004–May 2012
Director Business Systems

- Served as the Chief Information Leader for \$1B member of Berkshire Hathaway family of companies.
- Steady progression of responsibility starting with Director Application Development through to current role responsible for application development, network engineering, network operations, data center operations, desktop management and information security.
- Led an IT organization of over 100 teammates (40 full time, 20 contractors and 60 matrix reports).
- Responsible for a \$15M annual operating budget and supported a global training organization of 5,000.

Telecom Management Consulting Group, LLC Oct 1999–Jun 2004
Senior Consultant

- Managed series of successful client engagements that spanned the processes common to all service providing corporations. Major engagements focused on supporting the Call Management infrastructure (CTI, IVR/VRU, Self-Service & ACDs) for largest telecommunications provider in the United States.
- Developed a diverse background including program management, financial management, application design, development, testing and operational support.

American Management Systems, Inc Jun 1995–Oct 1999
Principal

- Responsible for working with internal and client executives to develop, manage and execute proposals for services.
- Grew from a junior software developer to a senior staff member responsible for the delivery of projects in excess of \$10M.

Education

MIT Sloan School of Management 1999
Masters, Business Administration
Management Track; Information Technology and Business Transformation

University of North Carolina 1995
Bachelor of Science, Mathematical Sciences w/ Honors
Activities and societies: Phi Beta Kappa

Douglas Fechter

Phone: 212-849-2202 ● Email: fechter@bcmone.com ● LinkedIn: <https://www.linkedin.com/in/douglasfechter/>

Accounting/Control – Financial Analysis – Budgeting – Strategic Planning – P&L Optimization – M&A – Private Equity

- Combines big company best practices with hands-on, entrepreneurial experience and mindset.
- Builder and leader of finance, accounting, IT teams; manage tax, legal, purchasing, HR activities.
- Drives return on invested capital with broad set of financial skills and understanding of key leverage points of business.
- Strong analytical orientation, advanced user of MS Excel; able to synthesize data into actionable strategies and tactics.
- Strategic thinker with ability to challenge status quo while facilitating comprehensive evaluation of alternatives.

Experience

BCM One

May 2016–Present

Chief Financial Officer

- Lead accounting, reporting, billing, tax, collections, commissions and HR activities.
- Played key leadership role in successful recapitalization of business by private equity firm Thompson Street Capital Partners.
- Driving integration activities for add-on acquisitions; implemented Continuous Improvement program.

Bulova Corporation

Jun 2015–Mar 2016

Chief Financial Officer

- Led all accounting, financial planning, budgeting, reporting and credit activities.
- Implemented enhanced financial reporting for quarterly reviews with Chairman.
- Developed action plan to document and upgrade accounting policies and procedures.

SFERRA Fine Linens, LLC

Mar 2014–Jun 2015

Chief Financial Officer

- Significantly reduced monthly close process.
- Established monthly reporting package, including MD&A.
- Established process for forecast of current month sales and P&L.
- Consolidated ERP from two systems into one.

Palyon Medical Corporation

Oct 2009–Feb 2014

Chief Financial Officer

- Hired after Series A funding to be key member of management team, set strategy, implement financial systems and controls and play key role in operations, including clinical trials, human resources, legal and administration.
- Extended cash runway through detailed budgeting and cost control processes.
- Successful Big 4 audits every year.
- Partnered with CEO on capital raise activities.
- Negotiated key supplier agreements.
- Obtained \$250k grant from US Department of Treasury.
- Managed all HR and legal (including IP) activities; established objective setting and performance review process.
- Regular participant and presenter in Board meetings.

Kellogg Consulting

Oct 2008–Oct 2009

President

- Temporary or short-term CFO services to early- and mid-stage businesses, particularly those involved with or seeking involvement with Private Equity or Venture Capital backers.

Paradigm Spine, LLC

Apr 2005–Oct 2008

Chief Financial Officer

- Hired at inception of company to be key member of management team, set strategy, implement financial systems and controls and raise funds.
- Raised over \$80 million in 4 equity rounds.
- Implemented G/L system and established timely monthly management reporting.
- Developed annual financial budget process.
- Managed successful Big 4 audit of 2005–2007 financials.
- Led development of work plan to become compliant with SOX 404 requirements.
- Regularly participated in Board meetings; liaison with Compensation Committee and Audit Committee.
- Successfully negotiated significant contracts, including all agreements with sites involved in clinical trial.
- Established data room for pending due diligence projects.

Velocity Sports Performance

Jan 2003–Mar 2005

Owner

Pepsi-Cola International

Apr 1989–Dec 2002

Director of Strategy and Competitive Analysis

Jan 1998–Dec 2002

Director of Finance, Technical and Concentrate Operations

Jan 1996–Dec 1997

Finance Director, Pepsi-Cola Bottling Operation

Jan 1994–Dec 1995

Director of Planning, East Europe Division

Jan 1993–Dec 1993

Director of New Business Development, Middle East/Africa/East Europe Division

Jan 1991–Dec 1992

Manager of Operations Analysis

Apr 1989–Dec 1990

Burger King Corp

Dec 1985–Mar 1989

Finance Director

Ryder

Jul 1982–Nov 1985

Financial Analyst

Education

The University of Chicago Booth School of Business

1982

Masters, Business Administration

Finance, Statistics

University of Florida

1980

Bachelor of Science, Finance

EXHIBIT C

SWORN STATEMENT OF COREDIAL, LLC

I affirm that, except as set forth in the attached Statement of Exceptions, neither CoreDial, LLC ("CoreDial"), any of its affiliates, officers, directors, partners, agents, or owners (directly or indirectly) of more than 10% of CoreDial, nor anyone acting in a management capacity for CoreDial, has: (a) held one of these positions with a company that filed for bankruptcy; (b) been personally found liable, or held one of these positions with a company that has been found liable, for fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; (c) has been convicted of a felony; (d) been to my knowledge the subject of a criminal referral by judge or public agency; (e) had a telecommunications license or operating authority denied, suspended, revoked, or limited in any jurisdiction; (f) personally entered into a settlement, or held one of these positions with a company that has entered into settlement of criminal or civil claims involving violations of sections 17000 et seq., 17200 et seq., or 17500 et seq. of the California Business & Professions Code, or of any other statute, regulation, or decisional law relating to fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; or (g) been found to have violated any statute, law, or rule pertaining to public utilities or other regulated industries; or (h) entered into any settlement agreements or made any voluntary payments or agreed to any other type of monetary forfeitures in resolution of any action by any regulatory body, agency, or attorney general.

To the best of CoreDial's knowledge, except as set forth in the attached Statement of Exceptions, neither CoreDial, any affiliate, officer, director, partner, or owner of more than 10% of CoreDial, nor any person acting in such capacity whether or not formally appointed, is being or has been investigated by the Federal Communications Commission or any law enforcement or regulatory agency for failure to comply with any law, rule or order.

I affirm and declare under penalty of perjury under the laws of the State of California, including Rule 1.1 of the California Public Utilities Commission's Rules of Practice and Procedure, that, to the best of my knowledge, the foregoing is true and correct.

Dated: 10/19/22



Geoff Bloss, Chief Executive Officer

STATEMENT OF EXCEPTIONS

1. CoreDial's affiliates, BCM One, Inc. ("BCM One"), BCM One Group Holdings, Inc. ("BCM Holdings"), and Thompson Street Capital Partners V, L.P. ("Thompson Street"), voluntarily disclosed in a filing submitted in Application 18-12-013 that they had prematurely closed the transaction that was the subject to their application. By D.20-03-002, the Commission assessed a penalty of \$7,500 on BCM One, BCM One Holdings, and Thompson Street, collectively. The penalty was subsequently paid as directed.
2. CoreDial, BCM One, and their affiliate, SIP.US LLC ("SIP US"), have been the subject of an informal investigation by the Commission's Communications Division relating to allegations that CoreDial failed to register as a VoIP service provider and remit PPP surcharges, that CoreDial and BCM One engaged in a transaction involving the assignment of certain wholesale contracts without Commission approval, and that SIP.US acquired control of CoreDial without prior approval.

EXHIBIT D

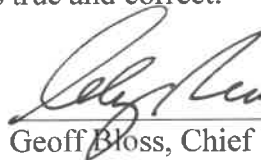
SWORN STATEMENT OF BCM ONE, INC.

I affirm that, except as set forth in the attached Statement of Exceptions, neither BCM One, Inc. ("BCM One"), any of its affiliates, officers, directors, partners, agents, or owners (directly or indirectly) of more than 10% of BCM One, nor anyone acting in a management capacity for BCM One, has: (a) held one of these positions with a company that filed for bankruptcy; (b) been personally found liable, or held one of these positions with a company that has been found liable, for fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; (c) has been convicted of a felony; (d) been to my knowledge the subject of a criminal referral by judge or public agency; (e) had a telecommunications license or operating authority denied, suspended, revoked, or limited in any jurisdiction; (f) personally entered into a settlement, or held one of these positions with a company that has entered into settlement of criminal or civil claims involving violations of sections 17000 et seq., 17200 et seq., or 17500 et seq. of the California Business & Professions Code, or of any other statute, regulation, or decisional law relating to fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; or (g) been found to have violated any statute, law, or rule pertaining to public utilities or other regulated industries; or (h) entered into any settlement agreements or made any voluntary payments or agreed to any other type of monetary forfeitures in resolution of any action by any regulatory body, agency, or attorney general.

To the best of BCM One's knowledge, except as set forth in the attached Statement of Exceptions, neither BCM One, any affiliate, officer, director, partner, or owner of more than 10% of BCM One, nor any person acting in such capacity whether or not formally appointed, is being or has been investigated by the Federal Communications Commission or any law enforcement or regulatory agency for failure to comply with any law, rule or order.

I affirm and declare under penalty of perjury under the laws of the State of California, including Rule 1.1 of the California Public Utilities Commission's Rules of Practice and Procedure, that, to the best of my knowledge, the foregoing is true and correct.

Dated: 10/19/22



Geoff Bloss, Chief Executive Officer

STATEMENT OF EXCEPTIONS

1. BCM One and its affiliates, BCM One Group Holdings, Inc. (“BCM Holdings”) and Thompson Street Capital Partners V, L.P. (“Thompson Street”), voluntarily disclosed in a filing submitted in Application 18-12-013 that they had prematurely closed the transaction that was the subject to their application. By D.20-03-002, the Commission assessed a penalty of \$7,500 on BCM One, BCM One Holdings, and Thompson Street, collectively. The penalty was subsequently paid as directed.

2. BCM One, and its affiliates, CoreDial, LLC (“CoreDial”) and SIP.US LLC (“SIP US”), have been the subject of an informal investigation by the Commission’s Communications Division relating to allegations that CoreDial failed to register as a VoIP service provider and remit PPP surcharges, that CoreDial and BCM One engaged in a transaction involving the assignment of certain wholesale contracts without Commission approval, and that SIP.US acquired control of CoreDial without prior approval.

EXHIBIT E

SWORN STATEMENT OF SIP.US LLC

I affirm that, except as set forth in the attached Statement of Exceptions, neither SIP.US LLC ("SIP.US"), any of its affiliates, officers, directors, partners, agents, or owners (directly or indirectly) of more than 10% of SIP.US, nor anyone acting in a management capacity for SIP.US, has: (a) held one of these positions with a company that filed for bankruptcy; (b) been personally found liable, or held one of these positions with a company that has been found liable, for fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; (c) has been convicted of a felony; (d) been to my knowledge the subject of a criminal referral by judge or public agency; (e) had a telecommunications license or operating authority denied, suspended, revoked, or limited in any jurisdiction; (f) personally entered into a settlement, or held one of these positions with a company that has entered into settlement of criminal or civil claims involving violations of sections 17000 et seq., 17200 et seq., or 17500 et seq. of the California Business & Professions Code, or of any other statute, regulation, or decisional law relating to fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; or (g) been found to have violated any statute, law, or rule pertaining to public utilities or other regulated industries; or (h) entered into any settlement agreements or made any voluntary payments or agreed to any other type of monetary forfeitures in resolution of any action by any regulatory body, agency, or attorney general.

To the best of SIP.US's knowledge, except as set forth in the attached Statement of Exceptions, neither SIP.US, any affiliate, officer, director, partner, or owner of more than 10% of SIP.US, nor any person acting in such capacity whether or not formally appointed, is being or has been investigated by the Federal Communications Commission or any law enforcement or regulatory agency for failure to comply with any law, rule or order.

I affirm and declare under penalty of perjury under the laws of the State of California, including Rule 1.1 of the California Public Utilities Commission's Rules of Practice and Procedure, that, to the best of my knowledge, the foregoing is true and correct.

Dated: 10/19/22


Geoff Bloss, Chief Executive Officer

STATEMENT OF EXCEPTIONS

1. SIP.US's affiliates, BCM One, Inc. ("BCM One"), BCM One Group Holdings, Inc. ("BCM Holdings"), and Thompson Street Capital Partners V, L.P. ("Thompson Street"), voluntarily disclosed in a filing submitted in Application 18-12-013 that they had prematurely closed the transaction that was the subject to their application. By D.20-03-002, the Commission assessed a penalty of \$7,500 on BCM One, BCM One Holdings, and Thompson Street, collectively. The penalty was subsequently paid as directed.
2. SIP.US, BCM One, and their affiliate, CoreDial, LLC ("CoreDial"), have been the subject of an informal investigation by the Commission's Communications Division relating to allegations that CoreDial failed to register as a VoIP service provider and remit PPP surcharges, that CoreDial and BCM One engaged in a transaction involving the assignment of certain wholesale contracts without Commission approval, and that SIP.US acquired control of CoreDial without prior approval.

EXHIBIT F

FINANCIAL SHOWING

[Submitted Under Seal]

EXHIBIT G

COREDIAL ORGANIZATIONAL DOCUMENTS



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name:	COREDIAL, LLC
Entity No.:	202000310053
Registration Date:	12/18/2019
Entity Type:	Limited Liability Company - Out of State
Formed In:	DELAWARE
Status:	Active

The above referenced entity is active on the Secretary of State's records and is qualified to transact intrastate business in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 19, 2022.

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 053688022

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "COREDIAL, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE EIGHTEENTH DAY OF JULY, A.D. 2005, AT 4:50 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE FIFTH DAY OF NOVEMBER, A.D. 2019, AT 2:24 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2021, AT 10:05 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "COREDIAL, LLC".

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

4001541 8100H
SR# 20213822748

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204714828
Date: 11-17-21

**CERTIFICATE OF FORMATION
OF
CoreDial, LLC**


The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (the "Limited Liability Company") is:

CoreDial, LLC

SECOND: The address of the registered office of the Limited Liability Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, in the County of New Castle. The registered agent for service of process at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of CoreDial, LLC this 18th day of July, 2005.


David S. Nelson, Authorized Person

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT CHANGING ONLY THE
REGISTERED OFFICE OR REGISTERED AGENT OF A
LIMITED LIABILITY COMPANY

The limited liability company organized and existing under the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is
CoreDial, LLC
2. The Registered Office of the limited liability company in the State of Delaware is changed to
850 New Burton Road, Suite 201
(street), in the City of Dover,
Zip Code 19904. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is
COGENCY GLOBAL INC.

By: /s/ Alan Rihm
Authorized Person

Name: Alan Rihm
Print or Type

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT CHANGING ONLY THE
REGISTERED OFFICE OR REGISTERED AGENT OF A
LIMITED LIABILITY COMPANY

The limited liability company organized and existing under the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is CoreDial, LLC.
2. The Registered Office of the limited liability company in the State of Delaware is changed to 251 Little Falls Drive
(street), in the City of Wilmington, Delaware,
Zip Code 19808. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is Corporation Service Company.

By: 
Authorized Person

Name: Brian R. Kornmann
Print or Type

EXHIBIT H

BCM ONE ORGANIZATIONAL DOCUMENTS



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name:	BCM ONE, INC.
Entity No.:	2171506
Registration Date:	07/20/1999
Entity Type:	Stock Corporation - Out of State - Stock
Formed In:	NEW YORK
Status:	Active

The above referenced entity is active on the Secretary of State's records and is qualified to transact intrastate business in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 19, 2022.

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 053684225

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on September 19, 2014.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
MCGRAW COMMUNICATIONS, INC.

Under Section 805 of the Business Corporation Law

FIRST: The name of the corporation is: McGraw Communications, Inc.

SECOND: The date of filing of the certificate of incorporation with the Department of State is: June 25, 1996.


THIRD: The amendment effected by this certificate of amendment is as follows:

Paragraph 1 of the Certificate of Incorporation relating to the name of the corporation is hereby amended to read in its entirety as follows:

"(1) The name of the corporation is BCM One, Inc."

FOURTH: The certificate of amendment was authorized by the vote of the board of directors followed by the unanimous written consent of the holders of all outstanding shares.

IN WITNESS WHEREOF, I have executed this certificate as of this 16 day of September, 2014.


Name: Francis X. Ahearn
Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
MCGRAW COMMUNICATIONS, INC.**

Under Section 805 of the Business Corporation Law

Filed by: Satterlee Stephens Burke & Burke LLP
(Name)
230 Park Avenue, 11th Floor
(Mailing address)
New York, New York 10169
(City, State and Zip code)

RECEIVED

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LCC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 18 2014

TAXS

BY: Long

CST 9279868 SW 191

DRAWDOWN

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUN 25 1998



A handwritten signature in dark ink, appearing to read "J. Clark", followed by a long horizontal line.

Special Deputy Secretary of State

f 960625000 102

CERTIFICATE OF INCORPORATION

OF

MCGRAW COMMUNICATIONS, INC.

Pursuant to Section 402 of the Business Corporation Law

I, the undersigned, a natural person of at least 18 years of age, for the purpose of forming a corporation under Section 402 of the Business Corporation Law of the State of New York hereby certify:

1. The name of the corporation is McGraw Communications, Inc.
2. The office of the corporation shall be located in New York County.
3. The address of its registered office is 1049 Park Avenue, New York, New York 10128.
4. The name of its registered agent is:

David N. McGraw
1049 Park Avenue
New York, New York 10128
5. The corporation will engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that it will not engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.
6. The total number of shares of stock which the corporation shall have authority to issue is two hundred shares which shall be common stock without par value.
7. The stockholders shall have the preemptive right to subscribe to all additional issues of stock.

8. Meetings of stockholders may be held within or without the State of New York, as the by-laws may provide. The books of the corporation may be kept (subject to any provisions contained in the statutes) outside the State of New York at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation so provide.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

11. The Secretary of State is designated as agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

Mr. David N. McGraw
McGraw Communications, Inc.
1049 Park Avenue
New York, New York 10128

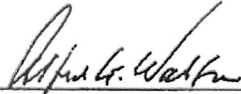
12. No director of the corporation shall have personal liability to the corporation or to its shareholders for damages for any breach of duty in such capacity, provided, however, that the provision shall not eliminate or limit:

(a) the liability of any director of the corporation if a judgment or other final adjudication adverse to him establishes that his

acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he personally gained a financial profit or other advantage to which he was not legally entitled or, with respect to any director of the corporation, that his acts violated Section 719 of the Business Corporation Law of the State of New York, or

(b) the liability of a director for any act or omission prior to the final adoption of this article.

THE UNDERSIGNED affirms, under penalties of perjury, that the facts herein stated are true, and accordingly has hereunto set his hand this 24th day of June, 1996.



Alfred G. Walton, Esq.
8 Crest Lane
Warren, NJ 07059

EXHIBIT I

SIP.US ORGANIZATIONAL DOCUMENTS



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name:	SIP.US LLC
Entity No.:	201920610100
Registration Date:	07/22/2019
Entity Type:	Limited Liability Company - Out of State
Formed In:	DELAWARE
Status:	Active

The above referenced entity is active on the Secretary of State's records and is qualified to transact intrastate business in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 19, 2022.

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 053686826

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SIP.US LLC"
FILED IN THIS OFFICE ON THE SIXTH DAY OF FEBRUARY, A.D. 2019,
AT 11:24 O`CLOCK A.M.*




Jeffrey W. Bullock, Secretary of State

7270235 8100F
SR# 20190769171

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202209886
Date: 02-06-19

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:24 AM 02/06/2019
FILED 11:24 AM 02/06/2019
SR 20190769171 - File Number 7270235

CERTIFICATE OF FORMATION
OF
SIP.US LLC

This Certificate of SIP.US LLC (the "Company"), dated February 6, 2019, is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del. C. § 18-101 et. seq.).

FIRST. The name of the limited liability company formed hereby is:

SIP.US LLC

SECOND. The address of the registered office of the Company in the State of Delaware is 251 Little Falls Drive, Wilmington, Delaware 19808, New Castle County. The name of the registered agent of the Company for service of process at such address is Corporation Service Company.

* * * * *

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation
as of the date first above written.

By: 
Brian Kornmann
Authorized Person

EXHIBIT J

SECURITIES PURCHASE AGREEMENT

[Submitted Under Seal]

EXHIBIT K

COREDIAL FINANCIALS

[Submitted Under Seal]

EXHIBIT L

BCM ONE FINANCIALS

[Submitted Under Seal]

EXHIBIT M

SIP.US FINANCIALS

[Submitted Under Seal]

EXHIBIT N

ASSIGNMENT AGREEMENT

[Submitted Under Seal]